

EXHIBIT B

LAURIE BATTLE - 1/17/2014

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**CERTIFIED
COPY**

UNITED STATES DISTRICT COURT
CENTRAL DISTRICT OF CALIFORNIA

--oOo--

FOURTH AGE LIMITED a United
Kingdom corporation; et al.,

Plaintiffs,

vs.

Case No. CV 12-09912 ABC
(SHx)

WARNER BROS. DIGITAL DISTRIBUTION
INC., a division of WARNER BROS.
HOME ENTERTAINMENT INC., a Delaware
corporation; et al.

Defendants.

VIDEOTAPED DEPOSITION OF
LAURIE BATTLE

Friday, January 17, 2014

REPORTER: COREY W. ANDERSON, CSR 4096

1 Saul Zaentz Company?

2 A. In 1979.

3 Q. And you were there for how long?

4 A. 30 years.

5 Q. Okay. And what was your position when you
6 started at the Saul Zaentz Company?

7 A. I was a part-time temporary worker in the
8 accounting department.

9 Q. And for how long were you a part-time
10 temporary worker in the accounting department?

11 A. For a few months.

12 Q. Okay. And did your responsibilities
13 change at some point?

14 A. Over the years substantially.

15 Q. Okay. What was your next position after
16 you were a part-time temporary worker in the
17 accounting department?

18 A. I was hired full time, it was shortly
19 after the Bakshi film had been released, so I was
20 given Lord Of The Rings stuff to start handling.

21 Q. What kinds of Lord Of The Rings stuff?

22 A. They had a fan club called The Fellowship
23 and they were shipping out posters and a merchandise
24 kit doing direct mail operation, they were getting
25 fan letters, believe it or not, for the Bakshi

1 Zaentz, the agreements under which the Saul Zaentz
2 Company got the license to merchandise Hobbit and
3 Lord Of The Rings?

4 A. No.

5 Q. Okay. What was your next job at the Saul
6 Zaentz Company?

7 A. I -- the next significant shift was I
8 believe it was 1984 when I started handling the
9 licensing.

10 Q. And in 1984, did your title change?

11 A. The Zaentz Company is a very informal, so
12 there wasn't any formal transfer of title. I was
13 called licensing director and then eventually
14 director of licensing, but there was no formal
15 mechanism by which that was administered.

16 Q. Okay. But so in or around 1984 you became
17 essentially the head of licensing.

18 Is that right?

19 A. Yes.

20 Q. Did you -- what were your job
21 responsibilities in connection with your role as --

22 A. Right.

23 Q. -- head or director of licensing?

24 A. I responded to inquiries, any inquiries to
25 do with licenses for the Lord Of The Rings and

1 A. Yes.

2 Q. And you remember that?

3 A. I do remember that.

4 Q. Thank you.

5 So did you remain the director of
6 licensing for the entire time you were at the Saul
7 Zaentz Company?

8 A. Depends on who you talk to.

9 Q. Was it your understanding that you were
10 made the director of licensing the entire --

11 A. I held the title for the entire time I was
12 there.

13 Q. And did you read these agreements,
14 contracts A, B, and Contract D in connection with
15 your work as the director of licensing?

16 A. Yes.

17 Q. Okay. And you read those on your own
18 without a lawyer walking you through those
19 agreements.

20 Is that right?

21 A. Yes.

22 Q. Okay. Now, while you were -- and when you
23 read those agreements, did you form a view as to
24 whether or not the Saul Zaentz Company had to have a
25 tangible element in order to have the rights to

1 Exhibit 91, you received some further proposal from
2 Sierra.

3 Is that right?

4 A. Subsequent to this?

5 Q. Yes.

6 A. I'm sure we did, because we ended up doing
7 a license with them.

8 MS. ESKENAZI: Okay. I'd like the court
9 reporter to mark as 92 a document which is dated
10 October 8, 1997 from Mr. Bock to Tolkien Enterprises
11 with a copy to Laurie Battle.

12 MR. ULIN: I'm going to object to any
13 questioning on this document. If it's the one I
14 think it is, it's a document that we clawed back on
15 the basis of attorney-client privilege, based on
16 highlighting and notes that are contained on the
17 document.

18 MS. ESKENAZI: Okay. And I want to
19 basically put that on the record if we can.

20 MR. ULIN: Okay.

21 MS. ESKENAZI: So...

22 (Whereupon, Exhibit 92 was marked
23 and then removed from
24 identification)

25 MR. ULIN: Yeah, I am going to actually --

1 before we go into questioning on --

2 MS. ESKENAZI: Let me ask you this. Can we
3 get on the record what the -- what the document is,
4 what the objections are, and may I ask some
5 foundational questions so that we can, as we
6 discussed earlier, I'm sure there is going to be a
7 dispute about whether or not this document actually
8 is privileged or not.

9 So I'm just trying to establish some
10 foundation.

11 MS. LENS: Under the terms of the
12 protective order, this document, you shouldn't still
13 have this document in your custody.

14 MS. ESKENAZI: Well, because Mr. --

15 MS. LENS: This morning.

16 MS. ESKENAZI: This morning. It's hard to
17 know exactly -- to exactly have it not in my
18 possession.

19 MS. LENS: It's hard to throw it away.

20 MS. ESKENAZI: It's hard to throw away
21 every single copy of it, Molly.

22 MS. LENS: As opposed to these five copies
23 in the folder that you just pulled out of the box?

24 MS. ESKENAZI: That's correct. So the
25 question is at least can I establish a foundation so

1 that we can -- so we can tee up the discussion?

2 MR. ULIN: I'm not sure. Let me go off the
3 record for three minutes.

4 MS. ESKENAZI: Okay. Off the record.

5 THE VIDEOGRAPHER: Off the record. Time is
6 1:44.

7 (Whereupon, a recess was taken
8 commencing at 1:44 P.M. and
9 concluding at 1:47 P.M.)

10 THE VIDEOGRAPHER: Back on the record. The
11 time is 1:47.

12 MR. ULIN: Is --

13 MS. ESKENAZI: Now you may go back on.

14 MR. ULIN: Yeah. So under the terms of the
15 protective order this document was clawed back,
16 should not be used, should not be attached as an
17 exhibit to this deposition.

18 I'm going to ask and instruct the court
19 order -- court reporter, rather, to de-designate
20 this document so that it is not Exhibit 92, and we
21 are not going to permit this document to be used on
22 the record. It's privileged. We may have a fight
23 over that, and that can proceed in the appropriate
24 forum.

25 But it's not here.

1 MS. ESKENAZI: Okay. So let me ask you a
2 question then. Let's -- what if we don't mark it
3 and I just ask some foundational questions of the
4 witness?

5 MR. ULIN: You can ask foundational
6 questions of the witness, but not using this
7 document.

8 MS. ESKENAZI: Okay. So let me -- let
9 me --

10 MR. ULIN: And then I would request that
11 you provide us with the copies of the document that
12 you have here today. I know that under the terms of
13 the protective order you are permitted to keep a
14 copy for the purpose of litigating or disputing the
15 question of our privilege assertion, but beyond that
16 the additional copies should be returned to me.

17 MS. ESKENAZI: That's fine. Can you give
18 him --

19 MS. MORIARTY: You have what I have.

20 MS. LENS: We can find them.

21 MR. MAGNANI: I don't know if Laurie has
22 one.

23 MR. ULIN: I believe I have the one that
24 was given to the witness.

25 MS. LENS: Yes.

1 And you don't have one, Bonnie?

2 MS. ESKENAZI: I have one. That's the one
3 I'm going to keep because it's got my handwriting on
4 it, and that's the one that I'm going to use to go
5 to court.

6 MS. LENS: Hand the one with your
7 handwriting to the court reporter.

8 MS. ESKENAZI: No, I'm going to use it to
9 give it to the court. At the moment there is
10 nothing I can do about getting all the documents
11 back to you right this second. I can give you what
12 we have. I'm going to keep this copy for the
13 purpose of going to court.

14 Do we have a clean copy of that?

15 MS. MORIARTY: I do not have a printed out,
16 clean copy of that. So I might need to reserve one
17 back for a motion practice. This is what Molly is
18 saying.

19 MS. LENS: You have one electronically?

20 MS. MORIARTY: I do. But I'm assuming you
21 want us to destroy that. So maybe I should keep a
22 hard copy and destroy the electronic copy.

23 MR. ULIN: I don't have any problem with
24 you keeping a single hard copy for the purpose of
25 litigating the question.

1 MS. MORIARTY: To have one back?

2 MR. ULIN: And then we have all of the hard
3 copies -- I mean aside from the electronic copy that
4 you have and the hard copy that's in Bonnie's binder
5 with her notes, we have all of the hard copies in
6 this room.

7 MS. MORIARTY: Yes.

8 MR. ULIN: Okay.

9 MS. ESKENAZI: Let's go off the record for
10 just a second.

11 MR. ULIN: Sure.

12 THE VIDEOGRAPHER: Off the record, the time
13 is 1:49.

14 (Whereupon, a recess was taken
15 commencing at 1:49 P.M. and
16 concluding at 1:50 P.M.)

17 THE VIDEOGRAPHER: Back on the record. The
18 time is 1:50.

19 MS. ESKENAZI: Okay. Can I have a clean
20 version of -- let me ask the court reporter to mark
21 this version of the fax to -- dated October 8, 1997
22 from John Bock to Tolkien Enterprises with a copy to
23 Laurie Battle.

24 (Whereupon, Exhibit 92 was marked
25 for identification)

1 MR. ULIN: Okay.

2 (Pause)

3 THE WITNESS: Okay.

4 BY MS. ESKENAZI:

5 Q. Have you seen what's been marked as
6 Exhibit 92 before today?

7 A. Yes.

8 MR. ULIN: Objection, lacks foundation,
9 calls for speculation, and vague as to time.

10 THE WITNESS: Yes, I have.

11 BY MS. ESKENAZI:

12 Q. Okay. Did you see Exhibit 92 in or about
13 October 8th when it was sent to you? October 8th,
14 1997 when it was sent to you?

15 A. Yes.

16 Q. Okay. Now, so on page 2 of the document
17 that's been marked as Exhibit 92, you see where
18 Mr. Bock says to you "Included in this fax you'll
19 find a letter outlining the state of online gaming."

20 Do you see where it says that?

21 A. Uh-huh. Yes.

22 Q. Do you recall having any discussions with
23 Mr. Bock about the state of online gaming in or
24 about 1997?

25 MR. ULIN: Calls for speculation.

1 You may answer.

2 THE WITNESS: Yes. It was a general
3 subject of discussion.

4 BY MS. ESKENAZI:

5 Q. Okay. And what do you recall the two of
6 you talking about as to the state of online gaming?

7 MR. ULIN: Going to caution --

8 BY MS. ESKENAZI:

9 Q. In 1997?

10 A. My questions are -- because I was not a
11 computer game player of what exactly was involved
12 with playing these games.

13 Q. And what did he say?

14 A. I -- pretty much what's outlined in this
15 letter, this would have been my asking please send
16 something in writing that gives a more clear
17 description of what we are talking about here, the
18 issue of interest was the -- the realtime component
19 and the online component being bundled in with
20 regular computer games, that this was something new
21 that technology was developing.

22 So I needed to learn how these types of
23 games worked. So this was the time period where
24 those issues were being explored.

25 Q. And do you recall that Sierra was

1 proposing for the online game that it would be
2 offered through retail as a boxed game and that sale
3 of the boxed game would then allow the consumer to
4 play that game online?

5 MR. ULIN: Lacks foundation, calls for
6 speculation, assumes facts not in evidence.

7 You may answer.

8 THE WITNESS: Yes, I believe there -- there
9 was a package and I think as he has outlined here
10 there was an additional component of a subscription
11 fee to participate in the online component.

12 BY MS. ESKENAZI:

13 Q. And looking at page 3 of the document, do
14 you see where he says down in the bottom that "It's
15 a good strategy for Middle Earth to offer a boxed
16 game through retail outlets that allows the player
17 to enter the online universe once purchased."

18 Do you see that?

19 A. Which page are you on? I'm sorry.

20 Q. It's page 3 of the document which is Bates
21 stamped number SZC 28288.

22 Oh, I'm so sorry.

23 MR. ULIN: I take it -- yeah --

24 MS. ESKENAZI: I'm sorry.

25 MR. ULIN: -- you are looking at a

1 different version.

2 MS. ESKENAZI: Looking at a different
3 document. So it's SC 0029960.

4 THE WITNESS: Okay. And down towards the
5 bottom of the page?

6 MS. ESKENAZI: Yes.

7 THE WITNESS: Okay. For this -- for offer
8 a "boxed game through retail outlets." Yes, okay.

9 BY MS. ESKENAZI:

10 Q. Okay. And in connection with your reading
11 this document, this document was sent directly to
12 you from Mr. Bock.

13 Is that right?

14 MR. ULIN: Calls for speculation, lacks
15 foundation. It was sent a long time ago.

16 THE WITNESS: Yes.

17 BY MS. ESKENAZI:

18 Q. The document didn't come through your
19 lawyers, it was sent through -- to you from
20 Mr. Bock.

21 Is that right?

22 A. Yes.

23 Q. Okay. And when you read this document,
24 you read this document without consulting with your
25 lawyers before reading this document.

1 Is that right?

2 MR. ULIN: Objection, vague, lacks
3 foundation.

4 You may answer.

5 THE WITNESS: Presumably.

6 BY MS. ESKENAZI:

7 Q. Well, do you have a recollection that --

8 A. Yes.

9 Q. -- you read --

10 A. Yes.

11 Q. -- that you read the document yourself
12 before consulting with any lawyers.

13 Right?

14 A. Yes.

15 Q. Okay. And did you consult with any
16 lawyers in connection with reading this document?

17 MR. ULIN: Objection, vague.

18 THE WITNESS: I would have, as was
19 customary, I would have discussed it with Al
20 Bandich.

21 BY MS. ESKENAZI:

22 Q. Did you discuss it with any outside
23 lawyers or anyone other than Mr. Bandich?

24 A. I don't recall on this specific document.

25 Q. That's all I'm asking you about.

1 A. Okay.

2 Q. This document.

3 A. Okay.

4 Q. Did you discuss this document with outside
5 lawyers?

6 A. Probably.

7 Q. Do you have a recollection of doing that?

8 A. Not specifically.

9 Q. Okay.

10 A. But...

11 Q. And did you -- when you read this document
12 did you take notes on or highlight the document?

13 A. I don't recall.

14 Q. Uh-huh. Was there any lawyer who directed
15 you to annotate this document?

16 A. If you have a copy that's marked up in my
17 hand, that's probably something that I did for my
18 own thought purposes of then discussing things with
19 legal counsel.

20 MS. LENS: Objection, move to strike as
21 nonresponsive.

22 BY MS. ESKENAZI:

23 Q. So was it your custom and practice when
24 you read documents to highlight them and/or to
25 annotate them?

1 A. Sometimes.

2 Q. It was not uncommon for you to do that.

3 Is that right?

4 A. That's correct.

5 Q. And you wouldn't have done that -- strike
6 that.

7 You don't have a recollection of doing
8 that in connection with having had a conversation
9 with a lawyer first.

10 Is that right?

11 MR. ULIN: Objection, misstates the record,
12 lacks foundation, calls for speculation.

13 THE WITNESS: I can't recall a specific
14 instance of that.

15 BY MS. ESKENAZI:

16 Q. And did you discuss with Mr. Bock that --
17 that it was required that he did have a boxed
18 element or a tangible physical element of -- of the
19 online multi -- Massively Multiplayer game?

20 A. Multiplayer role playing, if I remember
21 right.

22 MS. LENS: Objection, vague and ambiguous,
23 argumentative.

24 BY MS. ESKENAZI:

25 Q. You can answer.

1 A. I believe so.

2 Q. And what did you tell him?

3 A. That the game needed to have a box with
4 it.

5 Q. And he said that's fine?

6 A. That's what they do, yeah.

7 Q. All right.

8 A. That was the customary practice.

9 Q. Now, is this a document that Mr. Ulin
10 showed you yesterday?

11 A. No.

12 Q. Okay.

13 A. I don't think so. I'm sorry, I got a
14 lot -- I don't think -- I don't think it was this
15 one.

16 MS. ESKENAZI: Just for the record, I don't
17 think there is any basis for your assertion of
18 privilege. If you plan on still asserting
19 privilege, that's fine, we can have that fight, but
20 I don't think there is any basis for it.

21 MR. ULIN: Okay. We do plan on still
22 asserting the privilege.

23 MS. ESKENAZI: Okay.

24 Q. As of 1997, is it your recollection that
25 online games were still in their infancy?

LAURIE BATTLE - 1/17/2014

1 CERTIFICATE OF REPORTER


2 I, COREY W. ANDERSON, a Certified
3 Shorthand Reporter, hereby certify that the witness
4 in the foregoing deposition was by me duly sworn to
5 tell the truth, the whole truth, and nothing but the
6 truth in the within-entitled cause;

7 That said deposition was taken down in
8 shorthand by me, a disinterested person, at the time
9 and place therein stated, and that the testimony of
10 the said witness was thereafter reduced to
11 typewriting, by computer, under my direction and
12 supervision;

13 That before completion of the deposition,
14 review of the transcript was requested. If
15 requested, any changes made by the deponent (and
16 provided to the reporter) during the period allowed
17 are appended hereto.

18 I further certify that I am not of counsel
19 or attorney for either or any of the parties to the
20 said deposition, nor in any way interested in the
21 event of this cause, and that I am not related to
22 any of the parties thereto.

23 DATED: January 31, 2014

24 
25 COREY W. ANDERSON, CSR 4096